

Edgar Filing: RR Donnelley & Sons Co - Form FWP

RR Donnelley & Sons Co
Form FWP
June 17, 2010

Filed pursuant to Rule 433

Registration No. 333-162931

June 16, 2010

PRICING TERM SHEET

Issuer	R.R. Donnelley & Sons Company
Title of Security	7.625% Notes due 2020
Aggregate Principal Amount	\$400,000,000
Transaction Date	June 16, 2010
Settlement Date	June 21, 2010 (T+3)
Maturity	June 15, 2020
Interest Payment Dates	June 15 and December 15 of each year, beginning on December 15, 2010
Coupon	7.625%
Yield to Maturity	7.625%
Spread to Benchmark Treasury	T + 435.9 bps
Benchmark Treasury	UST 3.500% due May 15, 2020
Benchmark Treasury Price	101-31
Benchmark Treasury Yield	3.266%
Redemption Provision	Callable at the greater of par or the make-whole (Adjusted Treasury Rate plus 65 basis points)
Price to Public	100% of the principal amount thereof
Gross Proceeds	\$400,000,000
Ratings*	Moody s: Baa3 (stable outlook)
	S&P: BBB (negative outlook)
CUSIP/ISIN Numbers	CUSIP: 257867 AW1
	ISIN: US257867AW18
Joint Book-Running Managers	Banc of America Securities LLC
	Citigroup Global Markets Inc.
	J.P. Morgan Securities Inc.
	UBS Securities LLC
Co-Managers	Daiwa Capital Markets America Inc.
	Evercore Group L.L.C.
	Fifth Third Securities, Inc.

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Goldman, Sachs & Co.

Loop Capital Markets LLC

Mitsubishi UFJ Securities (USA), Inc.

U.S. Bancorp Investments, Inc.

Wells Fargo Securities, LLC

*** A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time. The issuer has filed a registration statement (including a prospectus) with the United States Securities and Exchange Commission (SEC) for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Banc of America Securities LLC toll-free at 1-800-294-1322, Citigroup Global Markets Inc. toll-free at 1-877-858-5407, J.P. Morgan Securities Inc. collect at 1-212-834-4533 or UBS Securities LLC toll-free at 1-877-827-6444 (ext. 561-3884).**